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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - - - - - - - - - - - x
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In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - - - - - - - - - - - x

ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105 AND 365
MODIFYING ORDER UNDER BANKRUPTCY CODE SECTIONS 105, 363,
AND 365 (I) APPROVING BIDDING AND AUCTION PROCEDURES FOR
SALE OF UNEXPIRED NONRESIDENTIAL REAL PROPERTY LEASES,
(II) SETTING SALE HEARING DATES AND (III) AUTHORIZING AND
APPROVING (A) SALE OF CERTAIN UNEXPIRED NONRESIDENTIAL
REAL PROPERTY LEASES FREE AND CLEAR OF ALL INTERESTS, (B)
ASSUMPTION AND ASSIGNMENT OF CERTAIN UNEXPIRED
NONRESIDENTIAL REAL PROPERTY LEASES AND (C) LEASE
REJECTION PROCEDURES AUTHORIZING REJECTION OF CERTAIN
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND
ABANDONMENT OF PERSONAL PROPERTY

Upon the motion (the "Motion")¹ of the Debtors for entry of an order to modify the order (the "Bidding and Rejection Procedures Order") dated February 19, 2009, under Bankruptcy Code sections 105, 363, and 365 (I) Approving Bidding and Auction Procedures for Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates and (III) Authorizing and Approving (A) Sale of Certain Unexpired Nonresidential Real Property Leases Free and Clear of All Interests, (B) Assumption and Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures Authorizing Rejection of Certain Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and

¹ Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Motion.

upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.

2. The Leases, as set forth on Exhibit A hereto, will be exempted from the March 31, 2009 Automatic Rejection Date.

3. The Debtors are hereby granted additional time to market the Leases beyond the March 31, 2009 Automatic Rejection Date as established in the Bidding and Rejection Procedures Order of February 19, 2009; provided however, that such time period shall be limited by Bankruptcy Code section 365(d)(4) and this Court's Order Under Bankruptcy Code Section 365(d)(4) Extending Time Within Which Debtors May Assume or Reject Unexpired Leases of Nonresidential Real Property (D.I. 0882).

4. The Debtors are authorized to establish new bid deadlines and auction dates for the Leases. The Debtors shall file a notice of such new dates and times with the Court, post such notice at www.kccllc.net/circuitcity.com, and serve such notice on

the associated landlords, subtenants, parties who have expressed an interest in the Leases during the prior three (3) months, and those parties entitled to notice under Case Management Order. Additionally, the Debtors may utilize any omnibus hearing for purposes of holding a Sale Hearing; provided, however, that

5. Unless expressly stated to the contrary herein, all other provisions of the Bidding and Rejection Procedures Order, including, but not limited to, (1) the Sale and Auction procedures, (2) the Debtors' right to reject the Leases and abandon property on the Lease premises, on seven days' written notice, remain in full force and effect with respect to the Leases; (3) and landlords' rights to receive information and object to the assumption, assignment, and sale of their Leases.

6. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

7. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
March __, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Proposed Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I
hereby certify that the foregoing proposed order has
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

Exhibit A
(List of Leases)

| Store No. | Location Name | Landlord Name/Subtenant |
|------------------|---------------------------------|--|
| 0232 | San Mateo Superstore | Concar Enterprises, Inc. |
| 0567 | Ardmore Distribution Center | Ardmore Development Authority |
| 0805 | Chesterfield Superstore | Sea Properties I, LLC |
| 3125 | Bloomingdale Superstore | Simon Property Group (II) LP |
| 3140 | St. Cloud Superstore | St. Cloud Associates |
| 3364 | Fullerton Superstore | Orangefair Marketplace, LLC |
| 6116 (Sublease) | San Mateo Superstore | TJ Maxx |
| 6410 (Sublease) | St. Cloud Superstore | TVI Inc. (d/b/a Savers) |
| 6411 (Sublease) | St. Cloud Superstore | Consolidated Stores Corporation (d/b/a Big Lots) |
| 6484 (Sublease) | Bloomingdale Superstore | Dollar Tree Stores, Inc. |
| 9103 | Circuit City Corporate HQ (Dr3) | Inland western Richmond Mayland, LLC |